FUSION AGILETECH PARTNERS, INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS
For the three and six months ended June 30, 2018

This management discussion and analysis ("MD&A") of Fusion Agiletech Partners, Inc. (the "Company", "Fusion", "we" or "us") for the three months and six months ended June 30, 2018 and should be read in conjunction with Fusion's audited financial statements and the notes thereto for the period from the date of incorporation of Fusion (February 8, 2017) to December 31, 2017. We have prepared this MD&A with reference to National Instrument 51-102 "Continuous Disclosure Obligations" of the Canadian Securities Administrators. Our condensed consolidated interim financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in United States dollars unless otherwise indicated.

This MD&A is current as at August 27, 2018, the date of preparation, and may includes certain "forward-looking statements" and certain "forward-looking information" as defined under applicable Canadian securities laws. Forward-looking statements and information can generally be identified by the use of forward-looking terminology such as "may", "will", "expect", "intend", "estimate", "anticipate", "believe", "continue", "plans" or similar terminology. Forward-looking statements and information are subject to various known and unknown risks and uncertainties, many of which are beyond the ability of the Company to control or predict, that may cause the Company's actual results, performance or achievements to be materially different from those expressed or implied thereby, and are developed based on assumptions about such risks, uncertainties and other factors set out herein. These statements include, but are not limited to, statements with respect to proposed activities, consolidation strategy and future expenditures. These statements address future events and conditions and, as such, involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the statements. Such factors include, among others the limited history of operations, lack of profitability, availability of financing, the need for additional financing, the timing and amount of expenditures, ability to successfully execute on consolidation strategies, the failure to find economically viable acquisition targets, funding for internally developed technology solutions, client retention and attrition, client demands, reliance on key personnel, economic spending in the IT industry and technological changes in the IT industry. The Company undertakes no obligation to update forward-looking information except as required by applicable law. Such forward-looking information represents management's best judgment based on information currently available. No forward-looking statement can be guaranteed and actual future results may vary materially. Accordingly, readers are advised not to place undue reliance on forward-looking statements or information.

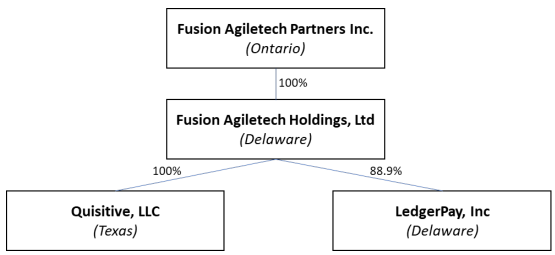
OVERVIEW OF THE COMPANY

Fusion was incorporated on February 8, 2017 pursuant to the *Business Corporations Act* (Ontario) under the name "Fusion Martech Partners Inc." and filed articles of amendment on November 30, 2017 to change its name to "Fusion Agiletech Partners Inc.". Its registered and records office and its head office is located at 161 Bay Street, Suite 2325, Toronto, Ontario M5J 2S1.

Fusion is the registered and beneficial owner of 100% of the issued and outstanding shares of Fusion AgileTech Holdings Ltd. ("Fusion Holdings") (which in turn as of June 30, 2018 holds 100% of the issued and outstanding shares of Quisitive, LLC ("Quisitive") and 88.9% of the issued and outstanding shares of LedgerPay Inc. ("LedgerPay")). Fusion Holdings was incorporated under the laws of Delaware on December 22, 2017 with its registered head office at 919 North Market Street, Suite 950 Wilmington, DE 19801, and became a wholly-owned subsidiary of Fusion upon its organization effective January 10, 2018. Quisitive was incorporated under the name "RBA Consulting Southwest, LLC" ("RBA") incorporated under the laws of Texas on November 25, 2015 and filed a Certificate of Amendment with the Texas Secretary of State to change its name to "Quisitive, LLC" on July 1, 2016. The registered and head office of Quisitive is located at 1431 Greenway Drive Suite 1000 Irving, TX 75038 and it has a secondary office in Denver, Colorado.

Effective January 1, 2016, RBA, Inc. elected a corporate restructure plan that split the southwest operations of Dallas, Texas and Denver, Colorado into a standalone entity. Shareholders were given the option to split existing shares into the new organization. A select number elected to do so and contributed those assets into Quisitive. The president and CEO of Quisitive became the majority member (greater than 50%) and represented a change in control. In addition to the share split, Quisitive also paid cash for the excess value over the current share price.

LedgerPay was incorporated under the laws of Delaware on December 26, 2017 with its registered head office at 919 North Market Street, Suite 950 Wilmington, DE 19801. LedgerPay became a wholly owned subsidiary of Fusion Holdings upon its organization effective January 22, 2018. The business of Quisitive is substantially all of the business of Fusion.



Business Overview

Quisitive is a premier Microsoft solutions provider that helps customers navigate the ever-changing technology climate that their business demands. With a legacy of innovation and deep technical expertise, Quisitive is empowering the enterprise to harness the Microsoft cloud and emerging technologies such as blockchain, artificial intelligence, machine learning, and the Internet of Things (IoT) like never before through customized solutions and first-party cloud-based products.

Quisitive is uniquely comprised of former Microsoft leaders and technologists who share a deep understanding of market needs and the appropriate application of Microsoft cloud technology. The company's expertise and focus are on helping industries such as financial services, manufacturing, oil and gas, and retail, drive innovation through the use of emerging cloud-based technologies. To do this, Quisitive has identified key scenarios within these industries where emerging technology such as blockchain, artificial intelligence, machine learning, and the Internet of Things (IoT), can be applied to create custom and replicable solutions that result in accelerated transformation of the business.

The Company is also focused on defining and developing complete product offerings such as LedgerPay, a cloud-based consumer insights and payment solution that leverages AI, machine learning and blockchain technology. With products like LedgerPay, Quisitive is bringing the power and scale of the cloud to consumers and commercial customers in the retail and consumer goods space and first-party IP solutions to enterprise customers in the Microsoft Azure ecosystem.

Quisitive is established as a strategic Microsoft National Solution Provider or "NSP" in the U.S. and has an established brand identity within Microsoft and their partner ecosystem. Quisitive is one of 35 companies that have earned the designation of NSP. Most NSP are regionally based and have limited ability to expand services to scale to Microsoft's addressable market. Quisitive plans to create its own tier within the NSP designation as a premier Microsoft Solution Provider in North America, providing scale through acquisition to address the growing demand for Microsoft Azure, Artificial Intelligence and blockchain based services. Quisitive's leadership team have meaningful executive Microsoft relationships as well as acquisition target executive relationships to expand within the North American market. The Quisitive brand identity along with these senior executive relationships will be key pillars to the consolidation and scale partnership development.

Quisitive's mission is to acquire and integrate companies to become a leading Microsoft solution provider in North America. Microsoft has more than 684,000 cloud partners with over 30% of Microsoft's partners joining the network in the past year, and over 6,000 partners added each month. With Microsoft generating more than 95% of their business through their partner ecosystem, Microsoft is looking to make focused investments in a limited number of "scale partners" (Redmond Channel Partners, January 2018).

Quisitive is well positioned to help companies through their digital transformation journey. Quisitive's capabilities in technical consulting and custom application development will serve as the foundation upon which to acquire companies to take advantage of an addressable professional services market in the United States of over US$133 billion. In addition to focusing on achieving organic growth, Fusion will endeavor to grow through acquisitions to achieve scale, to establish a North America wide geographical footprint, and to enhance the breadth and quality of its product and service offerings.

CORPORATE UPDATE

On January 16, 2018, Fusion completed a private placement raising aggregate gross proceeds of CAD$1,380,000 through the sale of 27,600,000 common shares at CAD$0.05 per share.

On January 16th, 2018 Fusion Holdings guaranteed any and all obligations of Quisitive to Bank of America, N.A. in accordance with a guaranty.

On January 18, 2018, Fusion Holdings entered into a loan modification and reaffirmation agreement with Gideon, LLC.

On January 19, 2018, Fusion completed a private placement raising aggregate gross proceeds of CAD$495,000 through the sale of 9,900,000 common shares at CAD$0.05 per share.

On January 19, 2018, Fusion entered into non-interest bearing promissory notes, totaling $2,700,000. The Notes were secured by way of a general security agreement. The notes are due on demand on the earlier of 180 days from issuance or the date of a go public transaction.

On January 22, 2018, Fusion capitalized Fusion Holdings and Fusion Holdings issued 50,088 common shares at $0.0001 to Fusion.

On January 22, 2018, Fusion Holdings signed an agreement and plan of merger and membership interest purchase agreement (the "Membership Interest Purchase Agreement") with MRA Digital Consulting Inc., ("MRA"), a Texas Corporation, and Michael Reinhart pursuant to which Fusion Holdings agreed to merge with MRA which in turn held all issued and outstanding Class A membership interest in Quisitive. The merger was formally completed on February 20, 2018, the date on which Certificate of Merger were filed with the States of Delaware and Texas. Fusion Holdings concurrently acquired all the Class B membership interest in Quisitive. The aggregate purchase price consisted of $2,071,843 paid in cash on close, a note payable of $1,228,157 (the "Reinhart Note") and 11,588.738 shares in Fusion Holdings convertible on a 1:1,000 basis into shares of the Company. In addition, there are earn-out amounts in the amount of $2,500,000 in the form of equity (the "Earn Outs") calculated on the basis of five times the amount of incremental 2018 or 2019 EBITDA of the combined entity about $1,700,000 to a maximum of $2,200,000 EBITDA respectively, per year. Additional consideration included a $700,000 contribution to Quisitive by the Fusion Holdings to be paid immediately by Quisitive to satisfy an obligation relating to a settlement of a lawsuit. The name of the surviving corporation remained Fusion Agile Tech Holdings Ltd.

LedgerPay was formed but not organized until January 22, 2018, upon which 8,000,000 shares were issued to Fusion Holdings.

On January 22, 2018, Fusion Holdings executed an employment agreement with Michael Reinhart, authorizing the issue of 5% or 500,000 shares of LedgerPay to him that are convertible to 1,062,500 shares in Fusion, at the holder's option. During the employment term, in addition to the base salary and other compensation, Reinhart shall be eligible to receive an annual bonus pursuant to the written terms of the company incentive plan which will commence in 2018 and for each fiscal year thereafter. The maximum potential incentive bonus payable to executive for each fiscal year for the term will be equal to one hundred fifty percent (150%) of executive's then-current base salary.

On January 23, 2018 Fusion Holdings exchanges Michael Reinhart's and John Jacobus' 11,588.738 common shares for 11,588,725 Class "A" common shares of Fusion.

On January 24, 2018 Fusion Holdings entered into a promissory note with Fusion for $1,225,000 (the "January Intercompany Note"). The note accrues interest of 2% per annum, calculated and compounded annually and is secured against the personal property and fixtures of Fusion Holdings pursuant to an amended and restated general security agreement dated April 12, 2018. The January Intercompany Note is due on demand.

On February 21, 2018, the Company entered into a binding letter agreement with Nebo Capital Corporation ("Nebo"), which outlined the general terms and conditions pursuant to which Nebo and Fusion agreed to complete a transaction that resulted in a reverse take-over ("RTO") of Nebo by the shareholders of Fusion (the "Transaction") on August 8, 2018. The Transaction proceeded by way of a three cornered amalgamation (the "Amalgamation") pursuant to which Fusion amalgamated with a wholly-owned subsidiary of Nebo, and Nebo acquired all of the issued and outstanding Class A common shares of Fusion in exchange for common shares of Nebo (the "Nebo Shares") on a 1:1 basis, at a deemed price of CAD$0.35 per Nebo Share, such that Fusion became a wholly-owned subsidiary of Nebo. The Amalgamation also provided that all outstanding options, warrants and broker warrants to purchase Class A common shares of Fusion were exchanged in accordance with their terms, on a 1:1 basis, for economically equivalent securities of Nebo. Upon completion of the Transaction, all directors and officers of Nebo resigned and were replaced by nominees of Fusion, and the resulting issuer continues to focus on the current business and affairs of Fusion. In connection with the closing of the Transaction, Nebo also changed its name from "Nebo Capital Corp." to "Quisitive Technology Solutions, Inc." The common shares of Nebo (the "Quisitive Shares") resumed trading on the TSX Venture Exchange (the "TSXV") under the symbol "QUIS" on Monday, August 13, 2018.

On March 5, 2018, Fusion Holdings executed an employment agreement with Richard Scott Perkins. During the term under such agreement, in addition to the base salary, Richard Scott Perkins shall be eligible to receive an annual bonus which will commence in 2018. The maximum potential incentive bonus payable to Richard Scott Perkins for 2018 is equal to 50% of the annual base salary. Additionally, in consideration for entering into such agreement, in addition to the base salary and incentive bonus, Fusion Holdings granted an award of restricted stock equal to five percent (5%) or 500,000 of the issued and outstanding voting stock of LedgerPay. The award shall vest over the initial term at a rate of 12.5% every three-month period following the effective date provided Richard Scott Perkins remains employed by Fusion Holdings as of the end of each such three-month period. The award is convertible into 1,062,500 Fusion Class A common shares at the holder's choice.

On March 29, 2018 the Company issued 24,138,716 units for CAD$0.35 per unit for CAD$8,448,550. Each unit consisted of one share and one half of one warrant. Each whole warrant entitles the holder thereof to acquire an additional share at a price of CAD$0.50. In connection with the offering, 1,647,711 broker warrants were issued with the same terms and conditions as the warrants included as part of the unit offering.

On March 29, 2018 the Company converted the $2,700,000 promissory note into common share units at CAD$0.35 as part of the private placement, and Fusion Holdings settled the Reinhart Note of $1,228,157.

On April 12, 2018, Fusion Holdings entered into a second promissory note with the Company for $1,750,000 (the “April Intercompany Note”). The April Intercompany Note is due on demand.

On April 10, 2018, the Company granted stock options to key employees that totaled 815,000. A further 100,000 stock options were issued to a director on April 30, 2018. Another 750,000 options were granted June 4, 2018 to a key employee. All of the strike prices are CAD$0.35 per share and the vesting schedule is 1/3 are vested on the date of issue, 1/3 on the 1st anniversary and 1/3 on the 2nd anniversary.

On June 1, 2018, the Company issued 428,572 units at a price of CAD$0.35 per unit for CAD$150,000. Each unit consists of one Class A common share and one half of one warrant. Each whole warrant entitles the holder thereof to acquire an additional Class A common share at a price of CAD$0.50. As part of the share issuance 214,286 warrants were issued with a strike price of CAD$0.50 and expire on the date which is the earlier of (i) 3 years following completion of the RTO or (ii) June 1, 2020. In addition, 30,000 broker warrants exercisable for units were issued exercisable at CAD$0.35 and expiring on earlier of (i) three years following RTO or (ii) June 1, 2022.

On June 6, 2018, the Company executed an amending agreement to modify the Earn-Outs (See Note 10) to provide that the holders thereof shall be entitled to receive Nebo shares valued at up to $2,500,000 in satisfaction of the Earn-Out in accordance with the terms and conditions there of at a deemed price of CAD$0.35 per Nebo share.

OVERALL PERFORMANCE

The Company generates revenue by providing professional services integrating Microsoft cloud solutions.

The following table summarizes various results for the three months ended June 30, 2018 and 2017:

		2018		2017
Total revenue	$	3,207,308	$	-
Direct expenses		2,035,901		-
Gross margin		37%		
Operating expenses		1,328,017		-
Stock based compensation		141,506		
Interest expenses		85,682		-
Acquisition related expenses		68,691		
Net operating loss before taxes		(452,489)		-
Income taxes		-		-
Net loss	$	(452,489)	$	-
Loss per share - basic and diluted		(0.01)		(0.00)

Revenue for the three months ended June 30, 2018 was $3,207,308. There were no comparable amounts in prior periods. Total revenue is comprised of professional services revenues from consulting, implementation and training services related to our Microsoft cloud integration solutions. There is $Nil as comparison in prior periods.

Direct expenses are comprised of salaries and other personnel-related costs, direct subcontractor and other costs associated with earning revenue. Direct expenses for the quarter ending June 30, 2018 were $2,035,901. Gross margin for the three months ending June 30, 2018 was 37%. There is $Nil as comparison in prior periods.

Operating expenses are comprised of salaries, commissions, other personnel-related costs, facilities, bad debt expenses, travel expenses, advertising programs, and other promotional activities associated with administrating the Company, and selling and marketing our services. Operating expenses for the quarter ending June 30, 2018 were $1,328,017. There is $Nil as comparison in prior periods.

Stock based compensation is the value ascribed to the granting of stock incentives to employees and directors of the Company. Stock based compensation was $141,506 for the three months ending June 30, 2018. There is $Nil as comparison in prior periods.

Interest expense of $85,682 consists of interest costs to service the long-term debt, equipment leases and the line of credit. There is $Nil as comparison in prior periods.

Acquisition related expenses are the expenses associate with ongoing M&A activity as well as for costs of past acquisitions. It comprises of legal, accounting, valuation, taxation and other consulting expenses incurred directly related to acquiring businesses. Acquisition related expenses were $68,691 for the three months ending June 30, 2018. There is $Nil as comparison in prior periods.

Net loss for the three months ending June 30, 2018 was $452,489. There is $Nil as comparison in prior periods.

The following table summarizes results for the six months ended June 30, 2018 and 2017:

		2018		2017
Total revenue	$	4,502,831	$	-
Direct expenses		2,901,753		-
Gross Margin		36%		-
Operating expenses		1,505,047		-
Stock based compensation		141,506		-
Interest expenses		141,189		-
Acquisition related expenses		223,691		-
Net operating loss before taxes		(808,652)		-
Income taxes		446,900		-
Net loss	$	(1,255,552)	$	-
Loss per share - Basic and diluted		(0.02)		(0.00)

Revenue for the six months ended June 30, 2018 was $4,502,831. There were no comparable amounts in prior periods. Total revenue is comprised of professional services revenues from consulting, implementation and training services related to our Microsoft cloud integration solutions. There is $Nil as comparison in prior periods.

Direct expenses are comprised of salaries and other personnel-related costs, direct subcontractor and other costs associated with earning revenue. Direct expenses for the six months ending June 30, 2018 were $2,901,753. Gross margin for the six months ending June 30, 2018 was 36%. There is $Nil as comparison in prior periods.

Operating expenses are comprised of salaries, commissions, other personnel-related costs, facilities, bad debt expenses, travel expenses, advertising programs, and other promotional activities associated with administrating the Company, and selling and marketing our services. Operating expenses for the six months ending June 30, 2018 were $1,505,047. There is $Nil as comparison in prior periods.

Stock based compensation is the value ascribed to the granting of stock incentives to employees and directors of the Company. Stock based compensation was $141,506 for the six months ending June 30, 2018. There is $Nil as comparison in prior periods.

Interest expense of $141,189 consists of interest costs to service the long-term debt, equipment leases and the line of credit. There is $Nil as comparison in prior periods.

Acquisition related expenses are the expenses associate with ongoing M&A activity as well as for costs of past acquisitions. It comprises of legal, accounting, valuation, taxation and other consulting expenses incurred directly related to acquiring businesses. Acquisition related expenses were $223,691 for the six months ending June 30, 2018. There is $Nil as comparison in prior periods.

Net loss for the six months ending June 30, 2018 was a loss of $1,255,552. There is $Nil as comparison in prior periods.

Quarterly Operating Results

Selected financial information for each of the three most recently completed quarters of Fusion are as follows:

	Quarter ended	Revenue ($)	Gross Profit ($)	Net loss ($)	Earnings per share ($)	Earnings per fully diluted share ($)	Adjusted EBITDA ($)
Q2 2018	30-Jun-18	3,207,308	1,171,407	(452,489)	(0.01)	(0.01)	(119,327)
Q1 2018	31-Mar-18	1,295,523	429,672	(803,063)	(0.01)	(0.01)	(113,610)
Q4 2017	31-Dec-17	-	-	-	-	-	-

LIQUIDITY AND CAPITAL RESOURCES

Selected financial information from the condensed consolidated interim statements of financial position as at June 30, 2018 and December 31, 2017 are as follows:

	June 30, 2018	December 31, 2017
Working capital	$ 1,212,494	$ 1
Deficit	(1,255,552)	-

The Company has sufficient working capital at this time to meet its ongoing financial obligations. The Company is also considering all sources of finance reasonably available to it, including but not limited to issuance of new capital, and issuance of new debt. There can be no assurance of continued access to finance in the future, and an ability to secure such finance may require the Company to substantially curtail operations and new business opportunities.

Sources and Uses of Cash

		Six Months Ended June 30, 2018		2017
Cash used in operating activities		(1,265,905)	$	-
Cash used in investing activities		(4,674,711)		-
Cash provided by financing activities		7,377,697		-
Net increase in cash and cash equivalents	$	1,437,081	$	-

Net increase in cash was primarily attributable to the proceeds of share issuance, less investment in acquisition of the business of Quisitive and cash used in operating activities, as compared to $Nil in the comparative period.

All cash is held in interest bearing bank accounts with major US financial institution with the exception of CAD$404,384 which was held in trust in Canada.

Quisitive has a $1,500,000 operating line of credit guaranteed by the Company. The note is secured by the general assets of Quisitive and accrues interest at 3.25% above LIBOR Daily Float Rate (LIBOR Daily Floating Rate as of June 30, 2018 was 1.7%). Interest is payable monthly and borrowings are subject to a monthly borrowing base calculation. There is a basic fixed charge coverage ratio covenants of at least 1.20 to 1.00 that is to be calculated on a trailing 12-month basis quarterly. As of June 30, 2018 Quisitive is in compliance with the financial covenants however the financial institution has called the operating line of credit and the equipment leases due to issues in 2017 and effective August 31, 2018 the line and the equipment leases will be repaid in full.

The operating line of credit will soon be replaced by a factoring facility at an interest rate of 7.5% above LIBOR Daily Floating Rate plus an administrative fee of 0.35% of the invoice value. The credit facility will be in the amount of $2,000,000 and will factor receivables at the rate of 85% of current invoices and will have a term of 12 months. The agreement is currently in underwriting and is not yet finalized.

The Company's operational activities during the first quarter of 2018 were financed mainly by the issuance of equity and debt. As at June 30, 2018, the Company had current assets of $4,213,099 compared to $1 as at December 31, 2017. The Company had available cash of $1,437,082 as at June 30, 2018 compared to $nil as at December 31, 2017.

The Company believes that its cash position and expected future cash inflows from financing, and revenues will be sufficient to finance its operational and capital needs for at least 12 months. However, the Company's future cash requirements may vary materially from those now expected due to a number of factors (See "Risk Factors"). As a result, in the future it may be necessary to raise additional funds. These funds may come from sources such as entering into strategic collaboration arrangements, the issuance of shares from treasury, or alternative sources of financing. However, there can be no assurance that the Company will successfully raise funds to continue the operational activities.

The condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") on the assumption that the Company is a going concern and will continue in operation for the foreseeable future. Hence, it is assumed that the Company has neither the intention nor the need to liquidate and is able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Company has experienced losses since inception and has a shareholders' deficiency. Additional financing will be required to support operating and investing activities as the Company continues to expand its operations in the foreseeable future. The Company intends to seek new funding from equity financings, lenders and other sources, which will optimize the Company's cost of capital; however, there is no certainty that additional financing will be available or that it will be available with attractive terms.

TRANSACTIONS WITH RELATED PARTIES

At June 30, 2018, there are no related party transactions.

Key management compensation

The compensation paid or payable to key management personnel during the three months ended June 30, 2018 and 2017 were as follows:

	Three months ended June 30, 2018	2017
Salaries and employee benefits	$ 178,105	$ -

Executive Officers own directly or beneficially 15.1% of the issued common shares of the Company ("Common Shares") as at June 30, 2018.

COMMITMENTS AND CONTRACTUAL OBLIGATIONS

Quisitive has leased its two office facilities under separate non-cancellable operating leases. Total monthly rent for the two leases is $50,000 plus operating costs. Rent expense for these leases was $181,119 for the second quarter 2018. Future minimum lease payments are as follows:

For the twelve months ending June 30, 2019	$ 622,139
For the twelve months ending June 30, 2020	553,172
For the twelve months ending June 30, 2021	450,556
For the twelve months ending June 30, 2022	189,484
Total	$ 1,815,351

As part of the Quisitive spin-off in 2016, the Company assumed a note payable. As of June 30, 2018 total payable under the note is $5,244,851. During fiscal 2016, Quisitive entered into a loan agreement with Gideon, LLC, an arm's length lender, dated February 23, 2016 in the principal amount of $5,000,000 payable in monthly installments, bearing interest at a rate of 9% increasing 0.05% every six months not to exceed 12.0%, and maturing February 23, 2020, secured by a second priority security interest in the personal property of Quisitive.

OUTSTANDING SHARE CAPITAL

As of August 27, 2018, there were 74,656,013 Common Shares issued and outstanding, 1,665,000 stock options, 12,283,644 common share purchase warrants and 1,677,711 broker compensation options of the Company issued and outstanding.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no material undisclosed off-balance sheet arrangements that have or are reasonably likely to have, a current or future effect on our results of operations, financial condition, revenues or expenses, liquidity, capital expenditures or capital resources that is material to investors.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of condensed consolidated interim financial statements and application of IFRS often involve management's judgment and the use of estimates and assumptions deemed to be reasonable at the time they are made. The Company reviews estimates and underlying assumptions on an ongoing basis. Revisions are recognized in the period in which estimates are revised and may impact future periods as well. Other results may be derived with different judgments or using different assumptions or estimates and events may occur that could require a material adjustment. Significant accounting policies and estimates under IFRS are found in Note 2 of the Company's condensed consolidated interim financial statements.

ACCOUNTING STANDARDS ISSUED ADOPTED DURING THE PERIOD

As of January 1, 2018, the Company adopted the new and amended IFRS pronouncements in accordance with transitional provisions outlined in the respective standards. The adoption of these standards did not have a material impact on the consolidated results, financial position or accounting policies of the Company. Significant standards adopted include the following:

IFRS 9, Financial Instruments ("IFRS 9")

IFRS 9 addresses the classification, measurement and recognition of financial assets and financial liabilities and supersedes the guidance relating to the classification and measurement of financial instruments in IAS 39, Financial Instruments: Recognition and Measurement ("**IAS 39**").

IFRS 9 requires financial assets to be classified into three measurement categories on initial recognition: those measured at fair value through profit and loss, those measured at fair value through other comprehensive income and those measured at amortized cost. Investments in equity instruments are required to be measured by default at fair value through profit or loss. For financial liabilities, the standard retains most of the IAS 39 requirements.

The Company does not have financial instruments measured at fair value through other comprehensive income.

IFRS 15, Revenue from Contracts with Customers ("IFRS 15")

The new revenue standard introduces a single principles-based, five-step model for the recognition of revenue when control of goods is transferred to, or a service is performed for, the customer. IFRS 15 also requires enhanced disclosures about revenue to help users better understand the nature, amount, timing and uncertainty of revenue and cash flows from contracts with customers.

(a) IFRS standards issued but not yet effective

A number of new standards, amendments to standards and interpretations, are not yet effective for the year ending December 31, 2018, and have not been applied in preparing these condensed consolidated interim financial statements. The Company considers the following standard the most significant and is not a complete list of new pronouncements that may impact the financial statements.

IFRS 16 Leases ("IFRS 16")

This new standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both the lessee and the lessor. The new standard introduces a single lessee accounting model that requires the recognition of all assets and liabilities arising from a lease.

The main features of the new standard are as follows:

- An entity identifies as a lease a contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration.
- A lessee recognizes an asset representing the right to use the leased asset, and a liability for its obligation to make lease payments. Exceptions are permitted for short-term leases and leases of low-value assets.
- A lease asset is initially measured at cost, and is then depreciated similarly to property, plant and equipment. A lease liability is initially measured at the present value of the unpaid lease payments.
- A lessee presents interest expense on a lease liability separately from depreciation of a lease asset in the statement of profit or loss and other comprehensive income.
- A lessor continues to classify its leases as operating leases or finance leases, and to account for them accordingly.
- A lessor provides enhanced disclosures about its risk exposure, particularly exposure to residual-value risk.

The new standard supersedes the requirements in IAS 17 Leases, IFRIC 4 Determining Whether an Arrangement Contains a Lease, SIC-15 Operating Leases – Incentives and SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. The new standard is effective for the Company's annual period beginning on January 1, 2019.

RISK FACTORS

Please see Part VI – Risk Factors – Risk Factors relating to Fusion in the Nebo filing statement dated July 27, 2018.

Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the unaudited condensed interim consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited condensed interim consolidated financial statements: and (ii) the unaudited condensed interim consolidated financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in issuers' Annual and Interim filings ("NI 52-109"), the Venture Issuer Basic Certificate filed by the Company does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filling such certificate are not making any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation: and

(ii) a process to provide reasonable assurance regarding the reliability of financial reposting and the preparation of the unaudited condensed interim consolidated financial statements for external purposed in accordance with the issuer's generally accepted accounting principles (IFRS).

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in such certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.